

**CERTIFICATE OF TRUST OF THE
NICHOLAS MERIWETHER REAVES LIVING TRUST**

THIS CERTIFICATE OF TRUST is made and entered into on this the 7th day of November, 1997, by and between Nicholas Meriwether Reaves, Grantor, and Nicholas Meriwether Reaves, Trustee of the Nicholas Meriwether Reaves Living Trust, in accordance with the provisions of Miss. Code Ann. § 91-9-7. Some of the pertinent provisions of the Nicholas Meriwether Reaves Living Trust Agreement are as follows:

- (a) The name of the trust is Nicholas Meriwether Reaves Living Trust ("Trust").
- (b) The street and mailing address of the office of the Trust is 8480 Oakwood Drive, Olive Branch, Mississippi 38671. The Initial Trustee of the Trust is Nicholas Meriwether Reaves. The street and mailing address of the Trustee is 8480 Oakwood Drive, Olive Branch, Mississippi 38671.
- (c) The Grantor of the Trust is Nicholas Meriwether Reaves. The mailing address for the Grantor is 8480 Oakwood Drive, Olive Branch, Mississippi 38671.

The real property owned or conveyed to the Trust is described as follows:
Lot 12, Section B, First Revision, Hunters Run Subdivision in
Sections 16 & 21, Township 1 South, Range 6 West, DeSoto County,
Mississippi as per plat thereof recorded in Plat Book 22, Pages, 39-
40, in the office of the Chancery Clerk of DeSoto County,
Mississippi.

- (d) The anticipated date of termination of the Trust is upon the death of the grantor and the distribution of all assets of the trust to the beneficiaries.

- (e) The Trust grants the Trustee all powers set forth under the Trustees' or Fiduciaries' Powers Acts, or their equivalent, of the state where the Trustee resided or is situated, in addition to other additional enumerated powers including the following powers:

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W.E. DAVIS CH. CLK.

1. Real Estate Powers

My Trustee may make leases and grant options to lease for any term, even though the term may extend beyond the termination of any trust created under this agreement.

My Trustee may grant or release easements and other interest with respect to real estate, enter into party wall agreements, execute estoppel certificates, and develop and subdivide any real estate.

My Trustee may dedicate parks, streets, and alleys or vacate any street or alley, and may construct, repair, alter, remodel, demolish, or abandon improvements.

My Trustee may elect to insure, as it deems advisable, all actions contemplated by this subsection.

My Trustee may take any other action reasonably necessary for the preservation of real estate and fixture comprising a part of the trust property or the income therefrom.

2. Oil, Gas, Coal, and Other Mineral Powers

My Trustee may do all things necessary to maintain in full force and effect any oil, gas, coal and other mineral interests comprising part or all of the trust property.

My Trustee may purchase additional oil, gas, coal, and other mineral interests when necessary or desirable to effect a reasonable plan of operation or development with regard to the trust property.

My Trustee may buy or sell undivided interest in oil, gas, coal, and other mineral interests, and may exchange any of such interests for interest in other properties or for services.

My Trustee may execute oil, gas, coal, and other mineral leases on such terms as my Trustee may deem proper, and may enter into pooling, utilization, repressurization, and other types of agreements relating to the development, operation, and conservation of mineral properties.

Any lease or other agreement may have a duration that my Trustee deems reasonable, even though extending beyond the duration of any trust created in this agreement.

My Trustee may execute division orders, transfer orders, releases, assignments, farmouts, and any other instruments which it deems proper.

My Trustee may drill, test, explore, mine, develop, and otherwise exploit any and all oil, gas, coal, and other mineral interests, and may select, employ, utilize, or participate in any business form, including partnerships, joint ventures, co-owners' groups, syndicates, and corporations, for the purpose of acquiring, holding, exploiting, developing, operating, or disposing of oil, gas, coal, and other mineral interests.

My Trustee may employ the services of consultants or outside specialists in connection with the evaluation, management, acquisition, disposition, or development of any mineral interest, and may pay the cost of such services from the principal or income of the trust property.


My Trustee may use the general assets of the trusts created under this agreement for the purposes of acquiring, holding, managing, developing, pooling, utilizing, representing, or disposing of any mineral interest.

IN WITNESS WHEREOF, this Certificate of Trust has been executed by the parties hereon
on the day and year first written above.

GRANTOR

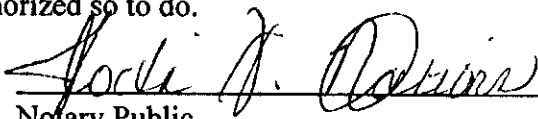

Nicholas Meriwether Reaves

TRUSTEE

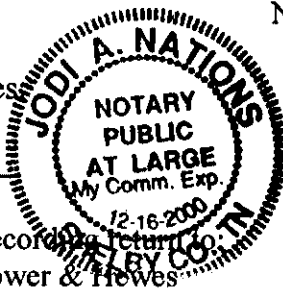

Nicholas Meriwether Reaves

STATE OF Tennessee
COUNTY OF DeKalb

Personally appeared before me, the undersigned authority in and for the said county and state,
on this 7th day of November, 1997, within my jurisdiction, the within named Nicholas
Meriwether Reaves who acknowledged that he is Grantor and Trustee of the Nicholas Meriwether
Reaves Living Trust, and that in said representative capacity he executed the above and foregoing
instrument, after first having been duly authorized so to do.


Notary Public

My Commission Expires _____



Prepared by and after recorded by
Brunini, Grantham, Grower & Hewes
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Telephone: 601/948-3101